

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA

In re:

CHICAGO CENTRAL, LLC,¹

Debtors.

Chapter 11

Case No. 17-13704-SAH

Substantively Consolidated

DECLARATION OF DAVID R. PAYNE

1. I, David R. Payne ("Payne"), am the President and firm managing director for D.R. Payne & Associates, Inc. ("DRPA").

2. No agreement exists, nor will any be made, to share with any other person or firm the compensation requested in the *First Interim Fee Application for D.R. Payne & Associates, Inc., as Financial Advisors to Debtor, for Compensation for Services Rendered, Brief in Support, Notice of Opportunity for Hearing, and Notice of Hearing*, except as authorized by 11 U.S.C. § 504(b) and FED. R. BANKR. P. 2014(b).

3. To the best of my knowledge, information, and belief, the contents of the foregoing Application, along with the attached **Ex. "A", Ex. "B", Ex. "C" and Ex. "D"** are true, correct, and complete, and set forth accurately the services performed by Payne in these bankruptcy cases for the time period referenced. These services were rendered at DRPA's customary hourly rates. If called as a witness, I will so testify.

I, David R. Payne, do hereby certify under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

EXECUTED on this 22nd day of February, 2018.



David R. Payne
D. R. Payne & Associates, Inc.

¹ The Consolidated Debtors are Chicago Central, LLC (Case No. 17-13704-SAH); CC Ops - Springfield, LLC (17-13705-SAH); CC Ops - Midwest City, LLC (17-13706-SAH); CC Ops - I240, LLC (17-13707-SAH); and CC Ops - Edmond, LLC (17-13708-SAH).

Exhibit A

D. R. Payne & Associates, Inc.

119 North Robinson, Suite 400

Oklahoma City, OK 73102

Phone: (405) 272-0511 Fax: (405) 272-0501

Invoice Date: 11/21/2017

Invoice #: 9767

Mr. William C. Liedtke, III, Vice Presid
 Chicago Central, LLC
 27 E, Sherdian, 2nd Floor
 Oklahoma City, OK 73104

In Reference To: Chicago Central, LLC Bankruptcy

Professional Services

		<u>Rate</u>	<u>Hours</u>	
09/15/2017				
CMM	C - Prepare application to employ and affidavit.	235.00	1.00	235.00
CBL	A - Prepare underlying documents for Schedules, SOFA and UST Interview.	75.00	0.10	7.50
DRP	C - Prepare affidavit and application for employment.	395.00	0.20	79.00
09/18/2017				
CMM	C - Prepare Schedules, SOFA and UST Initial Interview document.	235.00	1.00	235.00
09/19/2017				
CMM	H - Prepare documentation for meeting; meeting with Debtors.	235.00	1.50	352.50
CMM	A - Prepare Schedules, SOFA and UST Initial Interview documents.	235.00	1.00	235.00
09/20/2017				
CBL	A - Prepare underlying documents for Schedules, SOFA and UST Interview.	75.00	2.30	172.50
09/21/2017				
CMM	J - Prepare DRP Declaration for FDM.	235.00	0.50	117.50
DRP	J - Review Declaration information in support of First Day Motions.	395.00	0.30	118.50
09/22/2017				
CMM	A - Prepare Schedules, SOFA and UST Initial Interview documents.	235.00	4.25	998.75
CMM	J - Prepare DRP Declaration for FDM.	235.00	0.50	117.50
CBL	A - Prepare underlying documents for Schedules, SOFA and UST Interview.	75.00	0.60	45.00
DRP	J - Revise Declaration for First Day Motions.	395.00	0.50	197.50

Mr. William C. Liedtke, III, Vice President

Invoice Date: 11/21/2017
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			<u>Rate</u>	<u>Hours</u>	
09/25/2017					
	SJB	A - Print various licenses and permits for four locations and order in accordance with provided listing.	175.00	0.20	35.00
	CMM	A - Prepare UST Initial Interview documents.	235.00	6.50	1,527.50
09/26/2017					
	CMM	A - Prepare UST Initial Interview documents.	235.00	5.00	1,175.00
09/27/2017					
	CMM	I - First Day Motion Hearing.	235.00	1.00	235.00
	CMM	A - Prepare UST Initial Interview documents.	235.00	3.50	822.50
	CMM	A - Prepare Schedules and SOFA.	235.00	2.00	470.00
	CBL	A - Prepare underlying documents for Schedules, SOFA and UST Interview.	75.00	1.40	105.00
	DRP	I - Attend hearing on First Day Motion.	395.00	1.00	395.00
09/28/2017					
	CMM	A - Prepare Schedules and SOFA.	235.00	6.25	1,468.75
09/29/2017					
	CMM	A - Prepare Schedules and SOFA.	235.00	6.00	1,410.00
	CBL	A - Prepare underlying documents for Schedules and SOFA.	75.00	0.30	22.50
10/02/2017					
	CMM	A - Prepare schedules and SOFA.	235.00	1.00	235.00
10/03/2017					
	CMM	G - Prepare Form 26.	235.00	0.50	117.50
	CMM	A - Prepare Schedules and SOFA.	235.00	1.00	235.00
10/04/2017					
	CBL	A - Prepare underlying documents for Schedules and SOFA.	75.00	0.10	7.50
	CMM	G - Prepare Form 26.	235.00	2.00	470.00
	CMM	A - Prepare Schedules and SOFA.	235.00	1.00	235.00
10/11/2017					
	CBL	A - Prepare underlying documents for Schedules and SOFA.	75.00	0.20	15.00
	CMM	G - Prepare Form 26.	235.00	0.50	117.50
	RAB	E - Analyze legal fee bills to prepare professional fee accrual to include in MOR.	125.00	2.00	250.00
10/12/2017					
	CMM	A - Prepare Schedules and SOFA.	235.00	1.00	235.00
10/13/2017					
	CBL	A - Prepare underlying documents for Schedules and SOFA.	75.00	0.20	15.00
	MEA	A - Enter employee and taxing authorities data into matrix; enter and edit data in Schedule F in Best Case.	125.00	2.50	312.50
	CMM	A - Prepare Schedules and SOFA.	235.00	9.50	2,232.50
	CMM	G - Prepare Form 26.	235.00	0.20	47.00
	DRP	A - Review long-term asset/leasehold values and impairment			

Mr. William C. Liedtke, III, Vice President

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		<u>Rate</u>	<u>Hours</u>	
	matters for Schedule disclosures.	395.00	1.10	434.50
10/16/2017				
	CMM F - Prepare Final DIP Budget for filing.	235.00	0.20	47.00
	CMM E - Prepare First MOR.	235.00	0.30	70.50
10/17/2017				
	CMM F - Prepare Final DIP Budget for filing.	235.00	0.50	117.50
	DRP F - Review DIP Budget.	395.00	0.60	237.00
10/20/2017				
	CBL E - Prepare underlying documents for MOR.	75.00	0.90	67.50
10/25/2017				
	CBL E - Prepare underlying documents for MOR.	75.00	0.20	15.00
	For Current Professional Services Rendered		72.40	16,091.00

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
David Payne	3.70	\$395.00	\$1,461.50
Chandler B. Lidia	6.30	75.00	472.50
Carrie M. McEntire	57.70	235.00	13,559.50
Rozetta A. Bishop	2.00	125.00	250.00
Sandra J. Bassett	0.20	175.00	35.00
M. Elise Adler	2.50	125.00	312.50

Total Amount of this Bill 16,091.00

Balance Due \$16,091.00

Code	Professional (Sum of Amount)						Grand Total
	RAB	MEA	CMM	CBL	SJB	DRP	
A		312.50	11,280.00	390.00	35.00	434.50	12,452.00
C			470.00			79.00	549.00
E	250.00		70.50	82.50			403.00
F			164.50			237.00	401.50
G			752.00				752.00
H			352.50				352.50
I			235.00			395.00	630.00
J			235.00			316.00	551.00
Grand Total	250.00	312.50	13,559.50	472.50	35.00	1,461.50	16,091.00

Code	Professional (Sum of Hours)						Grand Total
	RAB	MEA	CMM	CBL	SJB	DRP	
A		2.50	48.00	5.20	0.20	1.10	57.00
C			2.00			0.20	2.20
E	2.00		0.30	1.10			3.40
F			0.70			0.60	1.30
G			3.20				3.20
H			1.50				1.50
I			1.00			1.00	2.00
J			1.00			0.80	1.80
Grand Total	2.00	2.50	57.70	6.30	0.20	3.70	72.40

Chicago Central, LLC
Project Codes

- A. Preparation of Schedules, SOFA and Initial Report
- B. Valuation Procedures Including Estimates Utilized in Schedule
- C. Retention Matters, and Fee Application Matters
- D. Travel
- E. Financial Accounting Assistance and Preparation of Monthly Operating Reports
- F. Budget Preparation, Financial/Business Aspects for First Day Motions and Orders
- G. Preparation of Form 26
- H. Meetings with Debtor and Debtor's Counsel
- I. Bankruptcy Court Hearings
- J. Preparation and Activities involving Plan and Disclosure Statement

Exhibit B

D. R. Payne & Associates, Inc.

119 North Robinson, Suite 400

Oklahoma City, OK 73102

Phone: (405) 272-0511 Fax: (405) 272-0501

Invoice Date: 12/21/2017

Invoice #: 9777

Mr. William C. Liedtke, III, Vice Presid
 Chicago Central, LLC
 27 E. Sherdian, 2nd Floor
 Oklahoma City, OK 73104

In Reference To: Chicago Central, LLC Bankruptcy

Professional Services

		<u>Rate</u>	<u>Hours</u>	
11/01/2017	CBL E - Prepare underlying documents for MOR.	75.00	0.10	7.50
11/08/2017	CBL E - Prepare underlying documents for MOR.	75.00	0.60	45.00
11/09/2017	CMM E - Correspondence with Debtor regarding deadlines for MORs.	235.00	0.20	47.00
11/13/2017	CMM E - Prepare September and October MOR.	235.00	0.20	47.00
11/20/2017	CMM E - Prepare September and October MOR.	235.00	7.10	1,668.50
11/21/2017	CMM E - Prepare September and October MOR.	235.00	6.50	1,527.50
	MEA E - Prepare September and October MOR.	125.00	0.50	62.50
	RAB C - Assist in preparation of fee application.	125.00	0.80	100.00
11/22/2017	CMM E- Prepare September and October MOR.	235.00	0.50	117.50
	CBL E - Prepare underlying documents for MOR.	75.00	0.90	67.50
11/27/2017	CMM E - Prepare September and October MOR.	235.00	1.30	305.50
11/28/2017	CMM E - Prepare September and October MOR.	235.00	1.00	235.00
11/29/2017	CBL E - Prepare underlying documents for MOR.	75.00	0.20	15.00

Mr. William C. Liedtke, III, Vice President

Invoice Date: 12/21/2017
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For Current Professional Services Rendered		<u>Rate</u>	<u>Hours</u>	
			19.90	4,245.50
Recapitulation				
<u>Timekeeper</u>		<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Chandler B. Lidia		1.80	\$75.00	\$135.00
Carrie M. McEntire		16.80	235.00	3,948.00
Rozetta A. Bishop		0.80	125.00	100.00
M. Elise Adler		0.50	125.00	62.50
Total Amount of this Bill				4,245.50
Previous Balance				\$16,091.00
Balance Due				<u>\$20,336.50</u>

Code	Professional (Sum of Amount)						Grand Total
	RAB	MEA	CMM	CBL	SJB	DRP	
C	100.00						100.00
E		62.50	3,948.00	135.00			4,145.50
Grand Total	100.00	62.50	3,948.00	135.00	-	-	4,245.50

Code	Professional (Sum of Hours)						Grand Total
	RAB	MEA	CMM	CBL	SJB	DRP	
C	0.80						0.80
E		0.50	16.80	1.80			19.10
Grand Total	0.80	0.50	16.80	1.80	-	-	19.90

Exhibit C

D. R. Payne & Associates, Inc.

119 North Robinson, Suite 400

Oklahoma City, OK 73102

Phone: (405) 272-0511 Fax: (405) 272-0501

Invoice Date: 01/22/2018

Invoice #: 9793

Mr. William C. Liedtke, III, Vice Presid
 Chicago Central, LLC
 27 E, Sherdian, 2nd Floor
 Oklahoma City, OK 73104

In Reference To: Chicago Central, LLC Bankruptcy

Professional Services

		<u>Rate</u>	<u>Hours</u>	
12/07/2017				
RAB	C - Assist in preparation of fee application.	125.00	0.30	37.50
12/22/2017				
CMM	E - Prepare MOR.	235.00	4.00	940.00
MEA	E - Preparing Exhibit E and bank statements for MOR.	125.00	0.30	37.50
12/27/2017				
CMM	E - Prepare MOR.	235.00	7.00	1,645.00
	For Current Professional Services Rendered		11.60	2,660.00

Recapitulation

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Carrie M. McEntire	11.00	\$235.00	\$2,585.00
Rozetta A. Bishop	0.30	125.00	37.50
M. Elise Adler	0.30	125.00	37.50

Total Amount of this Bill 2,660.00

Previous Balance \$20,336.50

Balance Due \$22,996.50

Code	Professional (Sum of Amount)			Grand Total
	RAB	MEA	CMM	
C	37.50			37.50
E		37.50	2,585.00	2,622.50
Grand Total	37.50	37.50	2,585.00	2,660.00

Code	Professional (Sum of Hours)			Grand Total
	RAB	MEA	CMM	
C	0.30			0.30
E		0.30	11.00	11.30
Grand Total	0.30	0.30	11.00	11.60

Exhibit D

D. R. Payne & Associates, Inc.

119 North Robinson, Suite 400

Oklahoma City, OK 73102

Phone: (405) 272-0511 Fax: (405) 272-0501

Invoice Date: 02/19/2018

Invoice #: 9805

Mr. William C. Liedtke, III, Vice Presid
 Chicago Central, LLC
 27 E, Sherdian, 2nd Floor
 Oklahoma City, OK 73104

In Reference To: Chicago Central, LLC Bankruptcy

Professional Services

		<u>Rate</u>	<u>Hours</u>	
01/05/2018	CBL J - Prepare underlying documents for Plan & Disclosure Statement.	75.00	0.10	7.50
01/09/2018	CMM J - Conference call with Debtor and counsel regarding Plan and Disclosure Statement; review Plan and Disclosure Statement; prepare exhibits for Plan.	235.00	1.50	352.50
01/10/2018	CMM J - Assist in preparation of Exhibit 1 of Plan.	235.00	0.20	47.00
	CBL J - Prepare underlying documents for Plan and Disclosure Statement.	75.00	0.10	7.50
01/12/2018	CMM J - Assist in preparation of Exhibit 2 for Plan.	235.00	1.50	352.50
	CBL E - Prepare underlying documents for MOR.	75.00	0.10	7.50
	DRP H - Call with J.B. Edwards regarding Midwest City appraisal.	395.00	0.30	118.50
01/16/2018	DRP J - Review Hoyt appraisal comparables and contributing value calculations; correspondence with J. Hoyt.	395.00	1.90	750.50
	CMM J - Prepare feasibility analysis for Plan and Disclosure Statement; review Plan, Disclosure Statement and Liquidation Analysis.	235.00	3.00	705.00
01/24/2018	MEA E - Preparing Exhibit E and bank statements for Dec. 2017 MOR.	125.00	0.80	100.00
	CMM E - Prepare December 31 MOR.	235.00	5.50	1,292.50

Mr. William C. Liedtke, III, Vice President

Invoice Date: 02/19/2018
 Invoice No. 9805
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			<u>Rate</u>	<u>Hours</u>	
01/25/2018	CMM	E - Prepare December 31 MOR.	235.00	6.00	1,410.00
01/26/2018	CMM	E - Prepare December 31 MOR.	235.00	1.00	235.00
		For Current Professional Services Rendered		22.00	5,386.00

Recapitulation				
<u>Timekeeper</u>		<u>Hours</u>	<u>Rate</u>	<u>Total</u>
David Payne		2.20	\$395.00	\$869.00
Chandler B. Lidia		0.30	75.00	22.50
Carrie M. McEntire		18.70	235.00	4,394.50
M. Elise Adler		0.80	125.00	100.00

Total Amount of this Bill	5,386.00
Previous Balance	\$22,996.50
Balance Due	<u>\$28,382.50</u>

Code	Professional (Sum of Amount)				Grand Total
	CBL	MEA	CMM	DRP	
E	7.50	100.00	2,937.50		3,045.00
H				118.50	118.50
J	15.00		1,457.00	750.50	2,222.50
Grand Total	<u>22.50</u>	<u>100.00</u>	<u>4,394.50</u>	<u>869.00</u>	<u>5,386.00</u>

Code	Professional (Sum of Hours)				Grand Total
	CBL	MEA	CMM	DRP	
E	0.10	0.80	12.50		13.40
H				0.30	0.30
J	0.20		6.20	1.90	8.30
Grand Total	<u>0.30</u>	<u>0.80</u>	<u>18.70</u>	<u>2.20</u>	<u>22.00</u>